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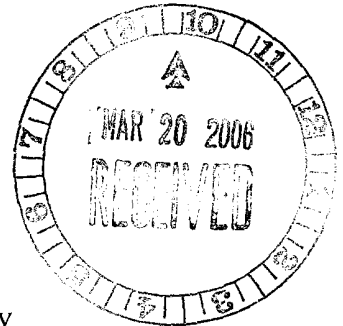
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Case No. 03-1315
Judge: J. Edgar Hoover

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March 20, 2006

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The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



RE: Docket No. AB-33 (Sub-No. 229X) Union Pacific Railroad Company
Abandonment Exemption in Ellis County, Texas (Waxahachie
Industrial Lead)

Dear Secretary Williams:

Enclosed herewith please find the original and ten copies of corrected pages 2 and 3 of the Late-Filed Petition for Issuance of a Public Use Condition filed March 17, 2006 on behalf of the Texas Department of Transportation, which is a state government entity. Please insert them into the copies that were previously filed. I apologize for any inconvenience.

Also enclosed is a copy of this letter and an additional copy of the Petition, which are to be date-stamped and returned to the undersigned. Thank you for your consideration in this matter.

Very truly yours,

Richard H. Streeter

Richard H. Streeter

RHS:rs

Enclosures

cc: All parties of record

The City has agreed to permit TxDOT to be substituted in its place. Furthermore, UP has no objection to negotiating with TxDOT instead of the City. Given the privately negotiated solution, substitution of TxDOT for the City and the acceptance at this time of TxDOT's Petition will not prejudice any party.

The following is submitted in support of TxDOT's Petition.

The Subject Rail Properties Are Appropriate For Other Public Uses

The subject lines are no longer required for continued rail operations. However, TxDOT, in planning for the transportation needs of the 21st Century, has determined that it is essential that the current rail right-of-way be preserved. No decision has yet been made regarding the final use of the right-of-way. However, given its strategic location in terms of the adjacent Interstate Highway, there are various options, including expansion of the highway, or preservation of the right-of-way for future rail service. Given the potential for future rail use, the Board is requested to impose a condition that would require the seller to leave the line intact. In any event, it would be consistent with the public interest to preserve the rail corridor even if UP has no continuing need for this particular segment of the line.

The property extends between Milepost 798.03 near Waxahachie to Milepost 802.60 near Nena, a distance of 4.57 miles in Ellis County, Texas (the "Line"). The right-of-way extends from Milepost 798.03 near Waxahachie to Milepost 802.60 near Nena, a distance of 4.57 miles in Ellis County, Texas (the "Line").

A map of the involved right-of-way is attached as Exhibit A.

A copy of this statement is being served on the railroad on the same date it is being served on the Board. I am authorized to state that UP has no objection to the request.

Conclusion and Requested Relief

WHEREFORE, the Board should issue an order finding that (i) the line is not required for continued rail operations; (2) the rail properties are appropriate for other public purposes; (3) TxDOT and UP are authorized to negotiate regarding the potential acquisition in fee of the right-of-way involved in this proceeding; and (4) that UP should not dismantle or dispose of the existing rail assets pending termination of the negotiations with TxDOT.

Respectfully submitted,



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Date: March 17, 2006